## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	<u> </u>	
In re:	)	Chapter 11
VOYAGER DIGITAL HOLDINGS, INC., et al.,	)	Case No. 22-10943 (MEW)
Debtors. <sup>1</sup>	)	(Jointly Administered)
	_ /	

NINTH MONTHLY FEE STATEMENT OF
CASSELS BROCK & BLACKWELL LLP FOR COMPENSATION FOR SERVICES
AND REIMBURSEMENT OF EXPENSES AS CANADIAN COUNSEL TO
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
VOYAGER DIGITAL HOLDINGS, INC., ET AL.
FOR THE PERIOD FROM APRIL 1, 2023 THROUGH APRIL 30, 2023

Name of Applicant: <u>Cassels Brock & Blackwell LLP</u>

Authorized to Provide Professional Official Committee of Unsecured Creditors of

Services to: <u>Voyager Digital Holdings, Inc., et al.</u>

Date of Retention: October 18, 2022, effective as of July 29, 2022

Period for Which Compensation and Reimbursement Will be Sought:

April 1, 2023 to April 30, 2023

Total Amount of Compensation to Be Sought as Actual, Reasonable, and Necessary for the Applicable Period:

CAD\$13,866.12 (80% of CAD\$17,332.65)

USD\$10,499.42(80% of USD\$13,124.28)<sup>2</sup>

Total Amount of Expense

Reimbursement to be Sought as Actual,

USD\$150.43

Reasonable, and Necessary for the

Applicable Period:

The Wind-Down Debtors in these chapter 11 cases, along with the last four digits of each Wind-Down Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (7224); and Voyager Digital, LLC (8013). The service address for purposes of these chapter 11 cases is 27777 Franklin, Suite 2500, Southfield, MI 48034.

<sup>&</sup>lt;sup>2</sup> Calculated based on the Bank of Canada exchange rate for June 19, 2023 (June 19, 2023 is the date the account was finalized) (CAD\$1:USD\$0.7572).

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York, the Order Authorizing the Employment and Retention of Cassels Brock & Blackwell LLP as Canadian Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al., Effective as of July 29, 2022, dated October 18, 2022 [Docket No. 550] (the "Retention Order"), the Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Retained Professionals and (II) Granting Related Relief, dated August 4, 2022 [Docket No. 236] (the "Interim Compensation Order"), and the Order Appointing Independent Fee Examiner and Establishing Related Procedures for the Review of Fee Applications of Retained Professionals, dated April 10, 2023 [Docket No. 1277] (the "Fee Examiner Order"), Cassels Brock & Blackwell LLP ("Cassels") hereby submits this Ninth Monthly Fee Statement of Cassels Brock & Blackwell LLP for Compensation for Services and Reimbursement of Expenses as Canadian Counsel to the Official Committee of Unsecured Creditors of Voyager Digital Holdings, Inc., et al. for the Period from April 1, 2023 through April 30, 2023 (this "Ninth Monthly Fee Statement"). Specifically, Cassels seeks: (i) interim allowance of CAD\$17,332.65 (USD\$13,124.28) for the reasonable and necessary legal services that Cassels rendered to the Official Committee of Unsecured Creditors (the "Committee") during the Fee Period; (ii) payment of the amount of CAD\$13,866.12 (USD\$10,499.42), which is equal to 80% of the total amount of compensation sought for actual and necessary legal services rendered during the Fee Period (i.e., CAD\$17,332.65; USD\$13,124.28); and (iii) allowance and payment of

The period from April 1, 2023 through and including April 30, 2023, is referred to herein as the "Fee Period."

CAD\$198.67 (USD\$150.43) for the actual and necessary expenses that Cassels incurred in connection with such services during the Fee Period.

#### **Itemization of Services Rendered and Disbursements Incurred**

- 1. Attached hereto as **Exhibit A** is a schedule of Cassels lawyers who rendered services to the Committee in connection with these chapter 11 cases during the Fee Period, and the title, hourly rate, aggregate hours worked, and the amount of fees earned by each professional.<sup>4</sup>
- 2. Attached hereto as **Exhibit B** is a schedule for the Fee Period setting forth the total amount of payment sought with respect to each category of expenses for which Cassels is seeking payment in this Fee Statement. All of these disbursements comprise the requested sum for Cassels's out-of-pocket expenses, which total CAD\$198.67 (USD\$150.43).
- 3. Attached hereto as **Exhibit C** are the time and expense records of Cassels, which provide a daily summary of the time spent by each Cassels professional during the Fee Period as well as an itemization of expenses.
- 4. Attached hereto as **Exhibit D** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Cassels lawyers during the Fee Period with respect to each of the project categories Cassels established in accordance with its internal billing procedures. As reflected in **Exhibit D**, Cassels incurred CAD\$17,332.65 (USD\$13,124.28) in fees during the Fee Period. Pursuant to this Fee Statement, Cassels seeks payment of 80% of such fees (CAD\$13,866.12) (USD\$10,499.42).

Exhibit "A" reflects a write off of all services provided by timekeepers billing less than 5 hours during the Fee Period. Exhibit "A" also reflects a write off of certain services provided by students.

#### **Notice**

The Committee will provide notice of this Fee Statement in accordance with the Interim Compensation Order and the Fee Examiner Order. A copy of this Fee Statement is also available on the website of the Plan Administrator's claims, noticing, and solicitation agent at <a href="https://cases.stretto.com/Voyager">https://cases.stretto.com/Voyager</a>. The Committee submits that no other or further notice need be given.

Dated: June 21, 2023 Toronto, Ontario CASSELS BROCK & BLACKWELL LLP

By: /s/ Ryan C. Jacobs

Name: Ryan C. Jacobs

Title: Partner

Cassels Brock & Blackwell LLP
Canadian Counsel to the Official
Committee of Unsecured Creditors of
Voyager Digital Holdings, Inc., et al.

## Exhibit A

# Summary of Timekeepers Included in this Fee Statement (All amounts are in Canadian Dollars)

Name of	Position, Year Admitted	Total Hours	Hourly Billing	Total
<b>Professional Person</b>	and Area of Expertise	Billed	Rate	Compensation <sup>1</sup>
	PARTNERS &	& COUNSEL		
Shayne Kukulowicz	Partner, Ontario 1990, Alberta	5.30	\$1,130.00	\$5,989.00
	2016, Restructuring and			
	Insolvency			
Natalie Levine	Partner, New York 2008, District	6.50	\$775.00	\$5,037.50
	of Columbia 2011, Ontario 2013,			
	Restructuring and Insolvency			
	ASSOC	IATES		
Natalie Thompson	Associate, Alberta 2022,	19.60	\$420.00	\$8,232.00
	Restructuring and Insolvency			

Does not reflect 10% discount on fees.

## Exhibit B

# **Expense Summary** (All amounts are in Canadian Dollars)

Category	Amount
Copies	\$9.25
Court – Sundry (Court Hearing Registration Cost)	\$189.42
TOTAL	\$198.67

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Exhibit C

**Time Records** 

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Holdings, Inc

Re: CCAA Recognition Proceedings

Matter No. 057782-00001

#### **FEE DETAIL**

Date	Name	Task	Description	Hours
Apr-03-23	N. Levine	B470	Confer with G. Steinman re US hearing schedule (.1); review district court decision for impact on recognition timing (.4);	0.50
		Task: E	3470 - Foreign Proceedings	
Apr-03-23	N. Thompson	B470	Review (.1) and summarize (.1) docket updates to advise on recognition proceedings;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-04-23	N. Thompson	B155	Discuss US hearing with N. Levine;	0.10
		Task: E	3155 - Court Hearings	
Apr-04-23	N. Thompson	B160	Revise Seventh Monthly Fee Statement;	0.20
		Task: E	3160 - Fee/Employment Applications	
Apr-04-23	N. Thompson	B155	Prepare for April 5 hearing by reviewing notice of agenda (.2) and notice of proposed order (.2);	0.40
		Task: E	3155 - Court Hearings	
Apr-04-23	N. Thompson	B470	Review (.2) and summarize (.1) docket updates to advise on recognition proceedings;	0.30
		Task: E	3470 - Foreign Proceedings	
Apr-04-23	N. Levine	B155	Confer with N. Thompson re US hearing issues;	0.10
		Task: E	3155 - Court Hearings	
Apr-05-23	N. Levine	B155	Discuss status of US hearing with N. Thompson;	0.20
		Task: E	3155 - Court Hearings	
Apr-05-23	N. Levine	B160	Confer with N. Thompson re fee statement;	0.10
		Task: E	3160 - Fee/Employment Applications	
Apr-05-23	S. Kukulowicz	B155	Review of summary of US hearing;	0.20
		Task: E	3155 - Court Hearings	
Apr-05-23	N. Thompson	B160	Review Seventh Monthly Fee Statement (.2); discuss same with N. Levine (.1);	0.30
		Task: E	3160 - Fee/Employment Applications	
Apr-05-23	N. Thompson	B155	Attend hearing (1.8) and discuss status of same with N. Levine (.2); send summary of hearing to N. Levine, R. Jacobs and S. Kukulowicz (.1);	2.10
		Task: E	3155 - Court Hearings	
Apr-05-23	N. Thompson	B470	Summarize docket updates for purpose of Canadian proceedings;	0.10
		Task: E	3470 - Foreign Proceedings	
Apr-05-23	N. Levine	B470	Correspond with D. Richer re hearing (.1); correspond with G. Steinman re timeline (.1);	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-06-23	N. Levine	B160	Confer with N. Thompson re fee application;	0.10
		Task: E	3160 - Fee/Employment Applications	

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Holdings, Inc

Re: CCAA Recognition Proceedings

Matter No. 057782-00001

Date	Name	Task	Description	Hours
Apr-06-23	N. Thompson	B160	Revise Second Interim Fee Application (1.4) and discuss same with N. Levine (.1);	1.50
		Task: E	3160 - Fee/Employment Applications	
Apr-06-23	N. Thompson	B470	Review (.3) and summarize (.1) docket updates to advise on Canadian proceedings;	0.40
		Task: E	3470 - Foreign Proceedings	
Apr-06-23	N. Levine	B110	Confer with G. Steinman re US case schedule;	0.10
		Task: E	3110 - Case Administration	
Apr-07-23	N. Levine	B160	Discuss fee application with N. Thompson;	0.20
		Task: E	3160 - Fee/Employment Applications	
Apr-07-23	N. Levine	B160	Revise interim fee application;	0.50
		Task: E	3160 - Fee/Employment Applications	
Apr-07-23	N. Thompson	B160	Revise Second Interim Fee Application (1.8) and discuss same with N. Levine (.2);	2.00
		Task: E	3160 - Fee/Employment Applications	
Apr-10-23	N. Thompson	B470	Review (.3) and summarize (.2) docket updates for purpose of recognition proceedings;	0.50
		Task: E	3470 - Foreign Proceedings	
Apr-11-23	N. Thompson	B160	Revise second interim fee application;	0.20
		Task: E	3160 - Fee/Employment Applications	
Apr-11-23	N. Thompson	B470	Review (.3) and summarize (.2) docket updates per N. Levine instructions;	0.50
		Task: E	3470 - Foreign Proceedings	
Apr-12-23	S. Kukulowicz	B470	Review update regarding US docket and Canadian recognition issues;	0.30
		Task: E	3470 - Foreign Proceedings	
Apr-12-23	N. Levine	B470	Call with D. Richer re recognition order (.2); brief review of US docket (.2);	0.40
		Task: E	3470 - Foreign Proceedings	
Apr-12-23	N. Thompson	B470	Review (.1) and summarize (.1) docket updates for purpose of recognition proceedings;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-12-23	N. Thompson	B160	Revise second interim fee application (1.1); emails to K. Jamal (.3) and N. Levine (.2) regarding revisions to same;	1.60
		Task: E	3160 - Fee/Employment Applications	
Apr-13-23	N. Thompson	B470	Summarize docket updates for recognition purposes;	0.10
		Task: E	3470 - Foreign Proceedings	
Apr-13-23	N. Levine	B160	Revise fee application;	0.50
		Task: E	3160 - Fee/Employment Applications	
Apr-13-23	N. Thompson	B160	Revise second interim fee application;	0.20
	-	Task: E	3160 - Fee/Employment Applications	
Apr-14-23	N. Thompson	B470	Analyze docket updates for purpose of CCAA proceedings;	0.30

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Holdings, Inc

Re: CCAA Recognition Proceedings Matter No. 057782-00001

Date	Name	Task	Description	Hours
		Task: E	3470 - Foreign Proceedings	
Apr-16-23	N. Thompson	B470	Analyze US docket updates for recognition purposes;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-17-23	N. Thompson	B470	Analyze US docket updates for recognition purposes;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-17-23	N. Levine	B110	Review case management update;	0.10
		Task: E	3110 - Case Administration	
Apr-18-23	N. Thompson	B155	Prepare for April 19 hearing by reviewing hearing agenda (.1) and other related dockets (.2);	0.30
		Task: E	3155 - Court Hearings	
Apr-18-23	N. Thompson	B470	Analyze US docket updates for recognition purposes;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-19-23	N. Thompson	B470	Phone conference with N. Levine, S. Kukulowicz, G. Steinmann and D. Azman re government stipulation (.4); review (.1) and summarize (.1) docket updates for purpose of recognition proceedings;	0.60
		Task: E	3470 - Foreign Proceedings	
Apr-19-23	S. Kukulowicz	B470	Conference call with N. Levine, N. Thompson, G. Steinmann and D. Azman regarding potential closing on April 22 (.4); review of emails re closing (.6);	1.00
		Task: E	3470 - Foreign Proceedings	
Apr-19-23	N. Levine	B470	Call with D. Richer (Fasken) re Canadian proceeding (.2); call with N. Thompson, S. Kululowicz, D. Azman and G Steinman re effective date (.4); call with S. Kukulowicz re same (.1); review motion materials (.3);	1.00
		Task: E	3470 - Foreign Proceedings	
Apr-20-23	N. Thompson	B160	Prepare documents for fee statement;	0.70
		Task: E	3160 - Fee/Employment Applications	
Apr-21-23	S. Kukulowicz	B470	Review of emails and updates re status of US Plan and corresponding Canadian implementation;	0.60
		Task: E	3470 - Foreign Proceedings	
Apr-21-23	N. Levine	B470	Call with information officer re timing of Canadian motion (.2); call with D. Richer (debtors counsel) re same (.2); draft email to D. Azman re same (.1);	0.50
		Task: E	3470 - Foreign Proceedings	
Apr-21-23	N. Thompson	B160	Prepare documents for fee statement;	0.70
		Task: E	3160 - Fee/Employment Applications	
Apr-21-23	N. Thompson	B470	Summarize docket updates for purpose of recognition proceedings (.4); review eighth amended plan supplement (.3);	0.70
		Task: E	3470 - Foreign Proceedings	
Apr-23-23	S. Kukulowicz	B470	Review of the entered stipulation in support of US motion to allow the Plan to go effective (.4); review of Canadian implementation issues (.9);	1.30

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Holdings, Inc

Re: CCAA Recognition Proceedings Matter No. 057782-00001

Date	Name	Task	Description	Hours
		Task: E	3470 - Foreign Proceedings	
Apr-24-23	N. Thompson	B470	Review (.2) and summarize (.2) docket updates for purpose of CCAA proceedings;	0.40
		Task: E	3470 - Foreign Proceedings	
Apr-24-23	S. Kukulowicz	B470	Office conference with N. Levine re discussions with Information Officer and recognition issues;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-24-23	N. Levine	B470	Call with counsel to information officer (.2); confer with S. Kukulowicz re same (.1);	0.30
		Task: E	3470 - Foreign Proceedings	
Apr-25-23	S. Kukulowicz	B470	Review of emails between N. Levine and D. Azman regarding issues for Topco on effective date;	0.30
		Task: E	3470 - Foreign Proceedings	
Apr-25-23	N. Thompson	B160	Draft March Fee Application (.2); send emails to N. Levine (.1) and S. Kukulowicz (.1) re same;	0.40
		Task: E	3160 - Fee/Employment Applications	
Apr-25-23	N. Thompson	B155	Prepare for hearing re debtors' motion for order vesting the debtors' representatives with authority to comply with applicable law in consummating the plan;	0.20
		Task: E	3155 - Court Hearings	
Apr-25-23	N. Thompson	B470	Summarize docket updates per N. Levine instruction (.2); review Binance.US statement re termination of APA (.3);	0.50
		Task: E	3470 - Foreign Proceedings	
Apr-25-23	N. Levine	B470	Discussion with S. Kukulowicz re Binance transaction termination;	0.30
		Task: E	3470 - Foreign Proceedings	
Apr-25-23	S. Kukulowicz	B470	Review of emails regarding Binance terminating the transaction (.3); and follow up discussions with N. Levine re same (.3);	0.60
		Task: E	3470 - Foreign Proceedings	
Apr-25-23	N. Levine	B470	Correspond with D. Azman re closing (.2); correspond with D. Richer re hearing (.1); review notice of termination for impacts on Canadian hearing (.1); confer with D. Richer re same (.1); correspond with IO counsel ( L. Rogers) re same (.1);	0.60
		Task: E	3470 - Foreign Proceedings	
Apr-26-23	S. Kukulowicz	B470	Review of email from D. Richer regarding recognition of US confirmation order and ancillary relief;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-26-23	N. Levine	B470	Correspondence with G. Williams re closing;	0.10
		Task: E	3470 - Foreign Proceedings	
Apr-26-23	N. Levine	B155	Review update from N. Thompson re hearing;	0.10
		Task: E	3155 - Court Hearings	

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Holdings, Inc

Re: CCAA Recognition Proceedings Matter No. 057782-00001

Date	Name	Task	Description	Hours
Apr-26-23	N. Thompson	B160	Prepare documents for fee statement (1.3) and discuss same with N. Levine (.2);	1.50
		Task: E	3160 - Fee/Employment Applications	
Apr-26-23	N. Thompson	B470	Review docket updates for purpose of CCAA proceedings;	0.10
		Task: E	3470 - Foreign Proceedings	
Apr-26-23	N. Thompson	B155	Prepare for (.2) and attend (.8) hearing re debtors' motion for order vesting the debtors' representatives with authority to comply with applicable law in consummating the plan; prepare summary of hearing (.3) and send same to N. Levine, S. Kukulowicz and R. Jacobs (.1);	1.40
		Task: E	3155 - Court Hearings	
Apr-26-23	N. Levine	B160	Confer with N. Thompson re fee application;	0.20
		Task: E	3160 - Fee/Employment Applications	
Apr-27-23	N. Thompson	B470	Review docket updates for purpose of CCAA proceedings per N. Levine instruction;	0.10
		Task: E	3470 - Foreign Proceedings	
Apr-27-23	S. Kukulowicz	B470	Review of summary of US hearing on April 26, 2023;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-27-23	N. Levine	B160	Finalize fee statement;	0.10
		Task: E	3160 - Fee/Employment Applications	
Apr-28-23	N. Thompson	B470	Review (.1) and summarize (.1) docket updates for purpose of Canadian recognition proceedings;	0.20
		Task: E	3470 - Foreign Proceedings	
Apr-28-23	N. Levine	B470	Discuss May 24 recognition hearing with S. Kukulowicz;	0.30
		Task: E	3470 - Foreign Proceedings	
Apr-28-23	S. Kukulowicz	B470	Review of notice of recognition hearing on May 24 (.1); and follow up discussions with N. Levine re same (.3);	0.40

	FEE SUMMARY			
Name	Title	Hours	Rate	Amount
Levine, Natalie	Partner	6.50	775.00	5,037.50
Kukulowicz, Shayne	Partner	5.30	1,130.00	5,989.00
Thompson, Natalie	Associate	19.60	420.00	8,232.00
Total (CAD)		31.40		19,258.50

Task: B470 - Foreign Proceedings

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Holdings, Inc

Re: CCAA Recognition Proceedings Matter No. 057782-00001

TASK CODE SUMMARY					
Task	Description	Hours	Amount		
B110	Case Administration	0.20	155.00		
B155	Court Hearings	5.10	2,426.00		
B160	Fee/Employment Applications	11.00	5,223.50		
B470	Foreign Proceedings	15.10	11,454.00		
Total (CAD)		31.40	19,258.50		

TOTAL FEES (CAD)		17,332.65
Total Fees	17,332.65	
Less: 10% Discount on Fees	(1,925.85)	
Our Fees	19,258.50	

DISBURSEMENT SUMMARY		
Non-Taxable Disbursements		
Copies	9.25	
Court - Sundry	189.42	
Total Non-Taxable Disbursements	198.67	
TOTAL DISBURSEMENTS (CAD)		198.67
TOTAL FEES		17,332.65
TOTAL DISBURSEMENTS		198.67
TOTAL FEES AND DISBURSEMENTS (CAD)		17,531.32

OUTSTANDING INVOICES					
Invoice Number	Invoice Date	Bill Amount	Payments / Credits	Balance Due	
2186379	12/13/22	20,793.84	16,654.29	4,139.55	
2191877	02/09/23	13,113.71	10,528.28	2,585.43	
2194565	03/14/23	18,860.70	15,090.51	3,770.19	
2195598	03/27/23	16,369.31	13,133.72	3,235.59	
2196282	04/05/23	15,320.20	12,294.58	3,025.62	
2200012	05/11/23	58,539.17	0.00	58,539.17	
2203359	06/19/23	17,531.32	0.00	17,531.32	
2203360	06/19/23	7,194.09	0.00	7,194.09	
Total (CAD)		167,722.34	67,701.38	100,020.96	

## Exhibit D

# **Statement of Fees by Project Category** (All amounts are in Canadian Dollars)

Task Code	Description	Total Hours	Total Fees <sup>1</sup>
B110	Case Administration	0.20	\$155.00
B120	Asset Analysis and Recovery	0.00	\$0.00
B130	Asset Disposition	0.00	\$0.00
B140	Relief from Stay/Adequate Protection Proceedings	0.00	\$0.00
B150	Creditor Meetings and Communication	0.00	\$0.00
B155	Court Hearings	5.10	\$2,426.00
B160	Fee/Employment Applications	11.00	\$5,223.50
B170	Fee/Employment Objections	0.00	\$0.00
B180	Avoidance Action Analysis	0.00	\$0.00
B185	Assumption/Rejection of Leases	0.00	\$0.00
B190	Other Contested Matters	0.00	\$0.00
B195	Non-Working Travel	0.00	\$0.00
B210	Business Operations	0.00	\$0.00
B220	Employee Issues	0.00	\$0.00
B230	Financing/Cash Collateral Issues	0.00	\$0.00
B240	Tax Issues	0.00	\$0.00
B250	Real Estate	0.00	\$0.00
B260	Board of Directors Matters	0.00	\$0.00
B270	Utilities	0.00	\$0.00
B280	Vendor Matters	0.00	\$0.00
B290	Insurance	0.00	\$0.00
B310	Claims Administration & Objections	0.00	\$0.00
B320	Plan and Disclosure Statement	0.00	\$0.00
B410	Gen. Bankruptcy Advice/Opinions	0.00	\$0.00
B420	Restructurings	0.00	\$0.00
B430	Special Committee Investigation	0.00	\$0.00
B450	Securities Law Issues	0.00	\$0.00
B460	General Corporate	0.00	\$0.00
B470	Foreign Proceedings	15.10	\$11,454.00
TOTAL		31.40	\$19,258.50

Does not reflect 10% discount on fees.